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	UNITED STATES		OMB A	APPROVAL
SECURITI	MISSION	OMB 1	Number: 3235-0076	
	Washington, D.C. 20549		Expires	s: May 31, 2002
			All	ted average burden
	FORM D	RECEIVE		er response1
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		JUN 2 1	2004	SE ONLY
	CE OF SALE OF SECURIT	IEZ 🎾	/ /	
PUR	SUANT TO REGULATION SECTION 4(6), AND/OR	, AA	Prefix	Serial
UNIFORM	LIMITED OFFERING EXE	MPTION 158	DATE	RECEIVED
			/ [ICCCI (ED
		~	<u> </u>	
Name of Offering (check if this is		hanged, and indicat	e change.)	and as a few manifers of a finite factors.
Sale of Class C Membership Uni	its			and the control of the control of the control
Filing Under (Check box(es) that apply):	[] <u>Rule 504</u> [] <u>Rule</u>	505 [x] Rule 50	6 [] Section 4(6)	[]ULOE
Type of Filing: [X] New Filing []	Amendment			
			<u> </u>	# #1014 # #1014 # #1016 # #1016 # 116 5 #)
1 F 4 1 6	A. BASIC IDENTIFI	CATION DATA	1	
1. Enter the information requested	about the issuer			
Name of Issuer (check if this is	an amendment and name has o	hanged, and indica	te change.,	4033284
Aidance Medical Diagnostics, LI	LC			
Address of Executive Offices (Number and		Teleph	one Number (Including A	
One Turks Head Place, Suite 819 Address of Principal Business Operations (Number and Street, City, State, Zip Co	de) Telenh	(401) 223-3000 one Number (Including A	rea Code)
(if different from Executive Offices)		PROCES	SEU	,
Brief Description of Business			inni.	
cancer diagnostic technology		JUN 24 7	<u> </u>	Š
		THOMS	DN	
Type of Business Organization		FINANC	WL	
[] corporation	[] limited partnership, alread	ly formed	[x] other (please sp	ecify):
business trust	[] limited partnership, to be		limited liability con	
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and the second s	Month Year	•		
Actual or Estimated Date of Incorp	poration or		C A 1 C 3 T	4- 4
Organization:	[04] [03]		[x] Actual [] Estin	
Jurisdiction of Incorporation or Or		.S. Postal Service a	bbreviation for States	
CN for Canada; FN for other forei	gn jurisdiction) [D] [E]			
GENERAL INSTRUCTIONS				And the second section of the second section s
Federal:				
*				Dor Continu 1/6

Who Must File: All issuers making an offering of securities in reliance on an exemption under <u>Regulation D</u> or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

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Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[]	Promoter [x]	Beneficial Owner	[x]	Executive Of	ficer [x]	Director []	General and/or Managing Partner
Full Name (Last name	first, if	individual)	and the term of the second	ag escate terr SM gales access secretari en vicinità del Managola, anterioris in				
Goldsmith, David P.					The second of th	er Kush I be man a . e	and the second of the second o	. on the second of the second of the second
One Turks Head Plac					T		D'	C11/
Check Box(es) that Apply:	[]	Promoter [x]	Owner	[]	Executive Officer	[]	Director []	General and/or Managing Partner
Full Name (Last name Kilmartin, David							No. of No. of No.	
Business or Residence		`	l Street, City, S	State, Z	ip Code)			
247 Farnum Road, Gl	1 1		D				B: (1)	
Check Box(es) that Apply:	[]	Promoter [x]	Owner	[]	Executive Officer	[]	Director []	General and/or Managing Partner
Full Name (Last name Marantech Holding L	LC		and the second s	, y vocanni i martini	May per comme attended of a september and in 1900 - A september 1900 in 1900 in 1900 in 1900 in 1900 in 1900 i		une enclusive une secular seeme frances	A commence of the commence of
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One Turks Head Plac						F 1		1 17
Check Box(es) that Apply:	l J	Promoter [x]	Owner Owner	[]	Executive Officer	[]	Director []	General and/or Managing Partner
Full Name (Last name	first if	individual)			ary the second s	e and and and an	The second secon	
Providence Metalizing		,						
Business or Residence			d Street, City, S	State, Z	ip Code)	manager of making many problem	and the second second second second second second	reconstructive type are testing about a reconstructive and the second of
51 Fairlawn Avenue,		, , , , , , , , , , , , , , , , , , ,						
Check Box(es) that Apply:	[]	Promoter [x]	Beneficial Owner	[X]	Executive Officer	×	Director []	General and/or Managing Partner
Full Name (Last name Antelman, Perry W.		-					annumber on the summer of	
Business or Residence One Turks Head Plac					ip Code)			
Check Box(es) that Apply:	[]	Promoter []	Beneficial Owner	[]	Executive Officer	[]	Director []	General and/or Managing Partner
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 - Each general and managing partner of partnership issuers.

Check Box(es) that	[]	Promoter [x]		[]	Executive		Director []	General and/or
Apply:			Owner		Officer			Managing Partner
Full Name (Last name							er personal annu est de verme person trata - Az	The state of the s
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Business or Residence			d Street, City,	State, Z	lip Code)			
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Check Box(es) that Apply:	[]	Promoter [x]	Owner	[]	Executive Officer	l J	Director []	General and/or Managing Partner
Full Name (Last name is Sapozhnikov, Philip		,		ja ajundaset 190 ajunnasahan kur		an word again and a No. 1997 white		
Business or Residence	Address	(Number and	l Street, City,	State, Z	ip Code)	or to free grow source our management		the state of the s
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Check Box(es) that Apply:	[]	Promoter [x]	Beneficial Owner	[]	Executive Officer	[]	Director []	General and/or Managing Partner
Full Name (Last name	first, if i	ndividual)	and provided the second	According to the Asset	The second secon		de terre de la companya del companya de la companya del companya de la companya del la companya de la companya	
Bogart, Mitchell Yale		-				···		
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Check Box(es) that Apply:	l]	Promoter [x]	Beneficial Owner	[]	Executive Officer	[]	Director []	General and/or Managing Partner
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Business or Residence . 124 Taylor Road, Por		`	1 Street, City,	State, Z	ip Code)			
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Check Box(es) that Apply:	[]	Promoter []	Beneficial Owner	[]	Executive Officer	[]	Director []	General and/or Managing Partner
Full Name (Last name	first, if i	ndividual)						rartici
Business or Residence	Address	(Number and	l Street, City,	State, Z	ip Code)			
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B. INFORMATION ABOUT OFFERING												
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?									Yes	No [x]		
Answer also in Appendix, Column 2, if filing under ULOE.										l]	[A]	
2. What is the minimum investment that will be accepted from any individual?									\$ <u>n/a</u>			
3. Does	the offer	ring perm	it joint ov	vnership	of a singl	e unit?	•••••				Yes	No
			-	-	_						[x]	[]
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
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n/a Busines	s or Resi	dence Ac	ldress (Ni	ımber an	d Street, (City, State	e, Zip Coo	de)				
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(Check	"All Stat	es" or ch	eck indivi	dual Stat	es)						[] All Sta	ites
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(Check	"All Stat	es" or ch	eck indivi	dual Stat	es)						[] All Sta	ites
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[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Already Type of Security Offering Price Sold Debt Equity [] Common [] Preferred \$2,000,000.00 Convertible Securities (including warrants) Partnership Interests Other (Specify: Membership Units). Total \$2,000,000.00 \$365,000.00 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Dollar Amount Number Investors of Purchases \$365,000.00 Accredited Investors 9 Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Dollar Amount Type of Security Type of offering Sold Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees, Printing and Engraving Costs Legal Fees \$ <u>5,000.00</u> Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) []

\$ 5,000.00

Other Expenses (identify)

Total

Commission, upon written request of its staff, the information to paragraph (b)(2) of Rule 502 .		
The issuer has duly caused this notice to be signed by the unc Rule 505, the following signature constitutes an undertaking		
D. FEDERA	L SIGNATURE	
. , , , , , , , , , , , , , , , , , , ,		
Total Payments Listed (column totals added)	[x] \$_	360,000.00
Column Totals	[]\$	
	[]\$	[]\$
Other (specify):	[]\$	[x]\$ <u>360,000.00</u> []\$
Working capital		
Repayment of indebtedness	[]\$	[]\$
securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]\$	[]\$
Acquisition of other businesses (including the value of	11*	1 J *
Construction or leasing of plant buildings and facilities	[]\$	[]\$
Purchase, rental or leasing and installation of machinery and equipment	[]\$	[]\$
Purchase of real estate	[]\$	[]\$
Salaries and fees	[]\$	[]\$
Soloring and food	Payments to Officers, Directors, & Affiliates	Payments To Others
5. Indicate below the amount of the adjusted gross proceeds to the i proposed to be used for each of the purposes shown. If the amount not known, furnish an estimate and check the box to the left of the of the payments listed must equal the adjusted gross proceeds to the response to Part C - Question 4.b above.	for any purpose is estimate. The total	
b. Enter the difference between the aggregate offering price given in total expenses furnished in response to Part C - Question 4.a. This opposeds to the issuer."		\$ 360,000.00

AIDANCE MEDICAL DIAGNOSTICS, LLC	Way & to
Name of Signer (Print or Type)	Title of Signer (Print or Type)
David P. Goldsmith	Managing Director

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ATTENTION				
Intentional misstatements or emissions of fact			(See 18 II S C	1001)